

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION**

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<b>In re:</b>	§	<b>Chapter 11</b>
	§	
<b>WBH Energy, LP,</b>	§	<b>Case No. 15-10003</b>
<b>WBH Energy Partners LLC</b>	§	<b>Case No. 15-10004</b>
<b>WBH Energy GP, LLC</b>	§	<b>Case No. 15-10005</b>
	§	
<b>Debtors.</b>	§	<b>Joint Administration Requested</b>

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**CL III FUNDING HOLDING COMPANY, LLC’S  
FIRST-DAY MOTIONS WITNESS AND EXHIBIT LIST  
[Relates to Docket Nos. 2, 3, 10, 11, 12, 13, 14 and 16]**

CL III Funding Holding Company, LLC (“CL III”) file this Witness and Exhibit List for all matters scheduled to be heard on January 7, 2014 at 2:00 p.m. (the “Hearing”).

**EXHIBIT LIST**

Ex. No.	Exhibits by CL III (All exhibits include all attachments and exhibits filed into the record)	Offered	Objection	Admitted/Not Admitted
1.	Amended and Restated Loan Agreement as of December 19, 2013 Between WBH Energy Partners LLC, WBH Energy, LP, and WBH Energy GP, LLC, as Borrowers, and Green Bank, N.A., as Lender			
2.	Revolving Note dated October 17, 2013, in the original principal amount of \$15,000,000			
3.	Security Agreement (WBH Energy Partners LLC) dated as of October 17, 2013, between WBH Energy Partners LLC, as debtor, and Green Bank, as secured party.			
4.	Security Agreement (WBH Energy LP) dated as of October 17, 2013, between WBH Energy LP, as debtor, and Green Bank, as secured party.			
5.	Security Agreement (WBH Energy GP LLC) dated as of October 17, 2013, between WBH Energy GP LLC, as debtor, and Green Bank, as secured party.			

<b>Ex. No.</b>	<b>Exhibits by CL III (All exhibits include all attachments and exhibits filed into the record)</b>	<b>Offered</b>	<b>Objection</b>	<b>Admitted/Not Admitted</b>
6.	UCC Financing Statement filed on October 17, 2013 with the Texas Secretary of State, Initial Filing No. 13-0033097258.			
7.	Amended, Restated and Supplemented Deed of Trust, Mortgage, Security Agreement, Assignment of Production and Financing Statement dated as of December 19, 2013, from WBH Energy, LP to Geoffrey D. Greenwade, as Trustee for the benefit of Green Bank, N.A. as recorded in the Official Public Records of Cooke County, Texas at Doc. No. 2013-43724, Vol. 1910, Pg. 526, filed on December 26, 2013.			
8.	Amended, Restated and Supplemented Deed of Trust, Mortgage, Security Agreement, Assignment of Production and Financing Statement dated as of December 19, 2013, from WBH Energy, LP to Geoffrey D. Greenwade, as Trustee for the benefit of Green Bank, N.A. as recorded in the Official Public Records of Montague County, Texas at Inst. No. 1313777, Vol. 728, Pg. 478, filed on December 26, 2013.			
9.	Assignment of Note, Documents and Liens.			
10.	Credit Agreement dated as of December 19, 2013 by and between WBH Energy, LP, as the Borrower, and CL III Funding Holding Company, LLC, as the Lender.			
11.	Advancing Term Note dated December 19, 2013 in the original principal amount of \$31,500,000.00			
12.	Security Agreement (WBH Energy Partners LLC) dated as of December 19, 2013, between WBH Energy Partners LLC, as debtor, and CL III, as secured party.			
13.	Security Agreement (WBH Energy LP) dated as of December 19, 2013, between WBH Energy LP, as debtor, and CL III, as secured party.			
14.	Security Agreement (WBH Energy GP LLC) dated as of December 19, 2013, between WBH Energy GP LLC, as debtor, and CL III, as secured party.			
15.	UCC Financing Statement filed on December 31, 2013 with the Texas Secretary of State,			

<b>Ex. No.</b>	<b>Exhibits by CL III (All exhibits include all attachments and exhibits filed into the record)</b>	<b>Offered</b>	<b>Objection</b>	<b>Admitted/Not Admitted</b>
	Initial Filing No. 13-0040383274			
16.	UCC Financing Statement filed on January 3, 2014 with the Texas Secretary of State, Initial Filing No. 14-0000880536.			
17.	UCC Financing Statement filed on January 2, 2014 with the Texas Secretary of State, Initial Filing No. 14-0000061901.			
18.	Deed of Trust, Mortgage, Security Agreement, Assignment of Production and Financing Statement dated as of December 19, 2013, from WBH Energy, LP to Holly C. Hamm, as Trustee for the benefit of CL III Funding Holding Company, LLC as recorded in the Official Public Records of Cooke County, Texas at Doc. No. 2013-43731, Vol. 1910, Pg. 622, filed on December 26, 2013.			
19.	Deed of Trust, Mortgage, Security Agreement, Assignment of Production and Financing Statement dated as of December 19, 2013, from WBH Energy, LP to Holly C. Hamm, as Trustee for the benefit of CL III Funding Holding Company LLC as recorded in the Official Public Records of Montague County, Texas at Inst. No. 1313778, Vol. 728, Pg. 554, filed on December 26, 2013.			
20.	Correspondence from CL III Funding Holding Company, LLC to WBH Energy, LP, dated September 10, 2014 Not Approving Advance Request			
21.	Notice of Default of Credit Agreement dated December 3, 2013 from CL III Funding Holding Company LLC to WBH Energy LP, WBH Energy Partners LLC, and WBH Energy GP LLC.			
22.	Notice of Default of Amended and Restated Loan Agreement dated December 12, 2014 from CL III Funding Holding Company LLC to WBH Energy Partners LLC, WBH Energy LP, and WBH Energy GP LLC.			
23.	Notice to First Purchaser of Hydrocarbons to Pay Proceeds to Beneficiary, dated December 18, 2014, from CL III Funding Holding Company LLC to Montague Transfer Partners,			

<b>Ex. No.</b>	<b>Exhibits by CL III (All exhibits include all attachments and exhibits filed into the record)</b>	<b>Offered</b>	<b>Objection</b>	<b>Admitted/Not Admitted</b>
	LLC.			
24.	Notice to First Purchaser of Hydrocarbons to Pay Proceeds to Beneficiary, dated December 18, 2014, from CL III Funding Holding Company LLC to Copano Field Services/North Texas, L.L.C.			
25.	Notice to First Purchaser of Hydrocarbons to Pay Proceeds to Beneficiary, dated December 18, 2014, from CL III Funding Holding Company LLC to Enterprise Crude Oil LLC			
26.	Notice to First Purchaser of Hydrocarbons to Pay Proceeds to Beneficiary, dated December 18, 2014, from CL III Funding Holding Company LLC to Targa Midstream Services, LLC			
27.	Notices to First Purchasers of Hydrocarbons to Pay Proceeds to Beneficiary dated December 22, 2014, from CL III Funding Holding Company LLC to WBH Energy Partners LLC, WBH Energy LP, and WBH Energy GP LLC			
28.	CL III Calculation of Amounts Owed			
29.	Email from Kenneth Green to Trey Wood, dated January 4, 2015			
30.	Correspondence from Kenneth Green to Trey Wood, dated January 5, 2015			
31.	Email from Zach Gerland to Joe Warnock, dated January 5, 2015			

### **WITNESS LIST**

1. Luke Beltnick, Representative of CL III.
2. Zach Gerland, Representative of CL III.

CL III reserves the right to call rebuttal witnesses and introduce rebuttal exhibits as necessary. CL III reserves the right to further amend and/or supplement the foregoing exhibit and witness lists.

January 6, 2015

Respectfully submitted,

SNOW SPENCE GREEN LLP

By: /s/ Kenneth Green  
Phil Snow  
State Bar No. 18812600  
Kenneth Green  
State Bar No. 24036677  
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**ATTORNEYS FOR SECURED CREDITOR  
CL III FUNDING HOLDING COMPANY, LLC**

**CERTIFICATE OF SERVICE**

The undersigned certifies that on January 6, 2015, a true and correct copy of this document was served by electronic means via the Court's ECF noticing system.

/s/ Kenneth Green  
Kenneth Green